THE REPUBLIC OF THE UNION OF MYANMAR
Myanmar Investment Commission
PERMIT

Republic of the Union
Form
Sr.No. 978-
Date 10.12.20
Myanmar Investment Co

Permit No. 1052 / 2015

Date 10th, December 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. PHEE CHENG KOON
(b) Citizenship SINGAPOREAN
(c) Address 18, MARINA BOULEVARD, # 20-10 MARINA BAY RESIDENCES, SINGAPORE 018980
(d) Name and Address of Principal Organization PHEE CENTRAL PROPERTIES PTE LTD.120 LOWER DELTA ROAD # 14-11, CENDEX CENTRE, SINGAPORE 169208
(e) Place of Incorporation REPUBLIC OF SINGAPORE
(f) Type of Investment Business LEASING SPACE FOR WAREHOUSE, ASSEMBLY PLANT AND ITS RELATED SERVICES
(g) Place(s) at which Investment is permitted PLOT NO. 42,43, MYAY TAING BLOCK NO. INDUSTRIAL ZONE(2), DAGON MYO THIT (SEIK KAN) TOWNSHIP, YANGON REGION
(h) Amount of Foreign Capital US$ 7.448 MILLION
(i) Period for Foreign Capital brought in WITHIN ONE YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT
(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 10.640 MILLION (INCLUDING US$ 7.448 MILLION)
(k) Construction period 2 YEARS
(l) Validity of investment permit 50 YEARS
(m) Form of investment JOINT VENTURE
(n) Name of Company incorporated in Myanmar PHEE CENTRAL LIMITED

Chairman
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.1, Thitsar Road, Yankin Township, Yangon

Our ref : DICA-4/FI-033/2015(978-A)
Date : 10th December 2015

Tel : 01-658129
Fax: 01-658137

Subject: **Decision of the Myanmar Investment Commission on the proposal for "Leasing space for warehouse, assembly plant and its related services" under the name of" Phee Central Limited "**

Reference: Phee Central Limited Letter dated (20-7-2015)

1. The Myanmar Investment Commission, at its meeting (18/2015) held on 23rd October, 2015 had approved the proposal for investment in "Leasing space for warehouse, assembly plant and its related services" under the name of Phee Central Limited submitted as a joint venture between Phee Central Properties Pte Ltd. (70%) from Singapore and Myanmar Total Logistic Limited (30%) from the Republic of the Union of Myanmar .

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50(fifty) years and extendable for 10(ten) years in 2 (two) times. The term of the Lease shall be 20(twenty) years commencing from the date of signing of the Land Lease Agreement and extendable for 10 (ten) years in two times by mutual agreement between Myanmar Total Logistic Limited and Phee Central Limited subject to the approval of the Myanmar Investment Commission.

4. The annual rent for the land shall be US$ 65,397.25 (United States Dollar sixty-five thousand, three hundred and ninety-seven and twenty-five cents only) on the total area of 13079.45 square metre (3.232 acres)and land rental fees of US$ 3269862.50 (United States Dollar three million two hundred and sixty-nine thousand, eight hundred and sixty-two and fifty cents only) for 50 years shall be contributed as equity by Myanmar Total Logistic Limited. The rental fees shall be revised after 50 (fifty) years and the rate of increase shall not be more than 10% of the preceding rent .

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a) and (h) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section-27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for used during the period of construction of business;

6. Phee Central Limited shall have to sign the Lease Agreement for land with Myanmar Total Logistic Limited. Moreover, Phee Central Properties Pte Ltd. shall have to sign the Joint Venture Agreement with Myanmar Total Logistic Limited. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. Phee Central Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Phee Central Limited shall use its best efforts for timely realization of works stated in the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

9. Phee Central Limited has to abide by Chapter X, Rules 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except the conditions of force majeure such as natural disaster, instabilities, riots, strikes, a State of emergency, armed opposition, rebellion and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Phee Central Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The investor or promoter shall apply the commencement date of commercial operation with Form (II) for their logistic business and report to the Commission in accordance with Foreign Investment Rule 97.

13. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Myanmar Foreign Investment Law and Phee Central Limited has to follow the exisiting Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

14. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section-2 (i) of the Foreign Investment Law, other than foreign currency.

15. Phee Central Limited brings in foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 14(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

16. Phee Central Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient documents in accordance with Chapter XVII, Rule145 of the Foreign Investment Rules.

17. Phee Central Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

18. Phee Central Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law, rules and regulations meanwhile Phee Central Limited has made a commitment to conduct Environmental Management Plan (EMP) report.

19. Phee Central Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Fire prevention measures such as fire alarm system and fire detection system shall have to be installed ; to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipment and to appoint safety officer.

20. Phee Central Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rules 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Phee Central Limited

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Construction
8. Ministry of Commerce

9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Office of the Yangon Region Government
13. Director General, Department of Fire Services
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Director General, Department of Trade
17. Director General, Internal Revenue Department
18. Director General, Customs Department
19. Director General, Directorate of Investment and Company Administration
20. Director General, Directorate of Labour
21. Director General, Department of Urban and Housing Development
22. Managing Director, Myanma Electric Power Enterprise
23. Managing Director, Myanma Foreign Trade Bank
24. Managing Director, Myanma Investment and Commercial Bank
25. Managing Director, Myanma Insurance
26. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)